**Massachusetts Development Finance Agency**

**Meeting of the Board of Directors**

**(*conducted entirely by Remote Participation*)**

**Wednesday, April 9, 2020**

**10:00 a.m.**

**M I N U T E S**

DIRECTORS PRESENT: Mike Kennealy, Secy. of Housing & Economic Development, Chair

 Brian Kavoogian, Vice Chair

 Mark Attia, Designee for Secretary of Administration & Finance

 James Blake

 James Chisholm

 Francesca Maltese

 Juan Carlos Morales

 Kristina Spillane

 Christopher Vincze

 Ellen Zane

DIRECTORS ABSENT: None

Agency Staff: Lauren Liss, President and CEO

 Robert Ruzzo, Deputy Director and COO

 Ricks Frazier, General Counsel and Secretary

 Simon Gerlin, Chief Financial Officer

 Jeff Fuhrer, Chief Strategy Officer

 Laura Canter, EVP, Finance Programs

 Dena Kavanagh, Deputy General Counsel

 Meg Delorier, Chief of Staff

 Victoria Stratton, Recording Secretary

 Graeme Brown

 Robert Carley

 Leigh Natola

 Jessica Strunkin

 Ellen Torres

Guests: None

A Special Meeting of the Board of Directors of Massachusetts Development Finance Agency (“MassDevelopment” or the “Agency”) was held Thursday, April 9, 2020, by Remote Participation (See Secretary’s Note, below), pursuant to notice duly given.

The Chair welcomed everyone and, confirming the presence of a quorum on the teleconference call, he called the meeting to order at 10:05 a.m.

[*Secretary’s Note: It was noted that this Board Meeting was taking place entirely remotely – via teleconference – due to emergency procedures in connection with the COVID-19 pandemic (see Gov. Baker’s Declaration of a State of Emergency, dated March 10, 2020, and subsequent Order Suspending Certain Provisions of the Open Meeting Law, dated March 12, 2020), pursuant to the Agency’s Remote Participation Policy. A teleconference number and access code for general public use were included in the Public Notice for this meeting.*]

**MINUTES**

**1. VOICE VOTE – Meeting Minutes (March 12, 2020)**

The Chair asked if there were any comments on the draft minutes of the March 12, 2020 Board meeting, and there were none. He asked for a vote to approve these minutes and, upon motion duly made and seconded, by a roll call of the directors on the teleconference, it was, unanimously

**VOICE VOTED:** that the Board of Directors of MassDevelopment approves the minutes of its March 12, 2020 Board meeting, that are attached and made a part of the minutes of this meeting.

**2. VOICE VOTE – Special Meeting Minutes (March 25, 2020)**

The Chair asked if there were any comments on the draft minutes of the March 25, 2020 Special Board meeting, and there were none. He asked for a vote to approve these minutes and, upon motion duly made and seconded, by a roll call of the directors on the teleconference, it was, unanimously

**VOICE VOTED:** that the Board of Directors of MassDevelopment approves the minutes of its March 25, 2020 Special Board meeting, that are attached and made a part of the minutes of this meeting.

**PRESIDENT / CEO REPORT**

With respect to technology, Ms. Liss explained that a separate access code was provided, via Public Notice, for members of the general public to call into this meeting in “listen only” mode, so visitors, if any, are unable to be introduced. She advised, further, that all Board members and others who receive Board materials via Diligent should re-sync their tablets now for the latest information and updates, as there were some last-minute additions and changes.

Ms. Liss then recapped what MassDevelopment has been and continues doing in response to the COVID-19 pandemic, including, among other things: transferring $10 million to Massachusetts Growth Capital Corporation, all but $100,000 of which as of yesterday has been committed and is being disbursed to small businesses in need; pivoting certain funds in the Transformative Development Initiative (“TDI”) thereby enabling an additional $355,000 to have been disbursed this week in emergency assistance in TDI Districts; extending deadlines and/or other obligations in certain programs; and implementing a tax deferral in Devens. The Agency’s Finance Programs division is making determinations on individual transactions (mortgages, loans, guarantees, more) on a case-by-case basis; and the Real Estate division is making decisions on a project-by-project basis, as issues arise.

Ms. Liss remarked that the Agency’s budget process will be more challenging this year, given the uncertainty and volatility surrounding the COVID-19 pandemic. Accordingly, the budget team will be establishing a baseline and reviewing all assumptions, and an in-depth quarterly review of all numbers will follow.

Ms. Liss reported that the majority of MassDevelopment’s staff continues to work from home and has really stepped up in this crisis; she expressed gratitude for all the Agency’s “essential” workers (i.e., Devens firefighters, EMTs, DPW workers, and many others), noting that business continues. She emphasized that work goes on: meetings (such as today’s Board meeting) and TEFRA and other hearings continue to take place (largely, if not entirely, remotely); mail is being opened and parsed out; invoices are being processed and checks are being cut; even things like procurement practices remain ongoing.

In closing, Ms. Liss was delighted to announce that Cassandra McKenzie has accepted the position of Executive Vice President of Real Estate and will officially begin on May 18. Cassandra comes to the Agency from Northeastern University, where she has served in a variety of positions for the past 20 years, most recently as Program Director for Facilities, Design and Construction. Ms. McKenzie has also worked as an engineer and project manager in Boston and San Francisco.

**STRATEGIC PLANNING**

**3. Annual Business Plan (FY2020)**. For informational purposes only, the Summary of the Agency’s Strategic Themes, Core Activities & Priority Strategic Goals is attached and made a part of the minutes of this meeting. No discussion of this item took place.

**MARKETING / Communications**

**4.** **Media Report (March 2020)**. For informational purposes only, the Selected Press Clips, Media Report, and Web Statistics for the previous month are attached and made a part of the minutes of this meeting. No discussion of these items took place.

**Finance programs**

**Updates from Chief Financial Officer and Executive Vice President, Finance Programs**. Ms. Canter stated that year-to-date bond transaction numbers will be at or over the Agency’s budgeted amounts by the June 30 end of the Fiscal Year. She said staff is working closely with clients and transactions are moving ahead, but there is still some question regarding how many will actually close. Mr. Gerlin advised that while it is too early to offer real guidance regarding the Agency’s budget process, a baseline has been established incorporating business-as-usual assumptions and staff is considering how best to estimate the impact the state of emergency will have on those assumptions. The Board will be kept apprised in this regard.

**BOND TRANSACTIONS**

**5. Bond Detail Memorandum**. For informational purposes, the Bond Memorandum is attached and made a part of the minutes of this meeting. Ms. Canter advised of the following changes to materials in the April Board book: the amount of the bond issuance for the Presidents and Fellows of Harvard College (Tab 8) has been increased to $700 million; the original purchaser of the bond in the issuance for The Tabor Academy (Tab 14) has been replaced by Webster Bank and Salem Five; and the bond issuances for Becker College (Tab 19) and Visiting Nurse Foundation, Inc. (Tab 21) have been removed from consideration, as those projects are now delayed. With respect to the bond issuance for Stanley Street Treatment and Resources, Inc. (Tab 18), comments received as a result of a TEFRA hearing on the project have been provided as part of the updated Board materials and are appended to the minutes of this meeting. Ms. Canter summarized the comments briefly.

The Chair then advised that the Board would vote on the approvals and findings for the matters in Tabs 6 – 26, noting the changes mentioned above, to be considered following the opportunity for discussion, pursuant to Section 8 of Chapter 23G of the General Laws, as amended.

**Bonds: Official Actions**

**Official Action Projects with Volume Cap Requests**

**6.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the resolution that is attached and made a part of these minutes regarding:

a project of Salem Heights II Preservation Associates Limited Partnership, in Salem, Massachusetts, for the issuance of a Tax-Exempt Bond to finance such project in an amount not to exceed $40,067,426.

**Bonds: Final Approvals**

**Final Approval Projects without Volume Cap Requests**

**7.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the Official Action / Final Approval (“OA/FA”) resolution that is attached and made a part of these minutes regarding:

a project of Northeastern University, in Boston, Brookline and Dedham, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $458,000,000.

**8.** Attention was called to the increased amount of this bond issuance and, upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, except Ms. Zane, who recused herself (see below), it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the revised OA/FA resolution that is attached and made a part of these minutes regarding:

a project of President and Fellows of Harvard College, in Boston (Allston) and Cambridge, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $700,000,000.

[*Secretary’s Note:* *Ms. Zane advised the Board that she teaches a class at the Harvard School of Public Health. She, therefore, recused herself from the consideration of this matter related to Harvard College. At the time the roll call vote was taken (later in the meeting), she left the teleconference and did not participate in any discussion, deliberation, or vote on the matter.*]

**9.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, except Mr. Vincze and Ms. Zane, who recused themselves (see below), it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of Wellforce, Inc. in numerous Massachusetts locations, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $300,000,000.

[*Secretary’s Note:* *Ms. Zane advised that she chairs Wellforce, Inc.’s board of directors, and Mr. Vincze advised that he serves on the board of trustees of a Wellforce affiliate, Tufts Medical Center, Inc. Ms. Zane and Mr. Vincze, therefore, recused themselves from the consideration of this matter; at the time the roll call vote was taken (later in the meeting), they each left the teleconference and did not participate in any discussion, deliberation, or vote on the matter. They returned to the call after completion of the above vote.*]

**10.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of the Wentworth Institute of Technology, Inc., in Boston, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt and Taxable Bond to finance such project in an amount not to exceed $86,000,000.

**11.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of Wheaton College, in Norton, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt and Taxable Bond to finance such project in an amount not to exceed $44,100,000.

**12.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of Xaverian Brothers High School, Inc., in Westwood, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $40,000,000.

**13.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of The Trustees of Mount Holyoke College, in South Hadley, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $38,000,000.

**14.** Attention was called to the change of bond purchasers and, upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the revised OA/FA resolution that is attached and made a part of these minutes regarding:

a project of The Tabor Academy, in Marion, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt and Taxable Bond to finance such project in an amount not to exceed $28,000,000.

**15.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of South Middlesex Non-Profit Housing Corporation
and South Middlesex Opportunity Council, Inc., in numerous Massachusetts locations, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $22,000,000.

**16.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the resolution that is attached and made a part of these minutes regarding:

a project of Covenant Health, Inc., in several Massachusetts locations, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $22,365,000.

**17.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the revised OA/FA resolution that is attached and made a part of these minutes regarding:

a project of Collaborative for Regional Educational Services and Training, in Andover, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $17,000,000.

**18.** Reference was made to the additional materials provided (which are attached and made a part of the minutes of this meeting) related to a TEFRA hearing on this proposed bond issuance and, upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the resolution that is attached and made a part of these minutes regarding:

a project of the Stanley Street Treatment and Resources, Inc., in Fall River, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $14,576,600.

**19.** This item has been removed from consideration.

**20.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the resolution that is attached and made a part of these minutes regarding:

a project of the Greenfield Center School, Inc., in Greenfield, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $8,250,000.

**21.** This item has been removed from consideration.

**22.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of the Greater Lowell Family Y.M.C.A., in Lowell, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt Bond to finance such project in an amount not to exceed $2,352,000.

**23.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the resolution that is attached and made a part of these minutes regarding:

a project of the Harbor Health Services, Inc., in Dennis, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt and Taxable Bond to finance such project in an amount not to exceed $2,000,000.

**24.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the OA/FA resolution that is attached and made a part of these minutes regarding:

a project of the Lowell Makes, Inc., in Lowell, Massachusetts, for the issuance of a 501(c)(3) Tax-Exempt and Taxable Bond to finance such project in an amount not to exceed $1,485,000.

**Final Approval Projects with Volume Cap Requests**

**25.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the revised resolution that is attached and made a part of these minutes regarding:

a project of the Bersani Circle LLC, in Quincy, Massachusetts, for the issuance of a Tax-Exempt Bond to finance such project in an amount not to exceed $6,400,000.

**26.** Upon motion duly made and seconded, by a roll call vote of the directors present on the teleconference, it was, unanimously

**VOTED:** that the Board of Directors of MassDevelopment approves and adopts the resolution that is attached and made a part of these minutes regarding:

a project of the Cox Engineering Company and Great Pond Land Partnership LLC, in Randolph, Massachusetts, for the issuance of a Tax-Exempt Industrial Development Bond to finance such project in an amount not to exceed $4,000,000.

**Standing Board Committee Reports**

***Audit & Administration Committee***

Mr. Attia, the Audit & Administration Committee’s Chair, advised that the Committee met this morning with representatives of the firms that oversee and audit the Star Fund. He said the Committee was content with the report and no material concerns were raised.

**27.** **Minutes of Prior Committee Meeting**. For informational purposes only, the minutes of the November 14, 2019 Audit & Administration Committee meeting are attached and made a part of the minutes of this meeting. No discussion of these minutes took place.

***Origination & Credit Committee***

The Origination & Credit Committee did not meet this month.

**28.** **Minutes of Prior Committee Meeting**. For informational purposes only, the minutes of the March 10, 2020 Origination & Credit Committee meeting are attached and made a part of the minutes of this meeting. No discussion of these minutes took place.

**Lending**

**29. Delegated Authority Report for Loan Approvals (February 2020)**. For informational purposes only, the Delegated Authority Report regarding Loan Approvals is attached and made a part of the minutes of this meeting. No discussion of the Report took place.

**30.** **Minutes of Emerging Technology Fund Advisory Committee Meeting (September 4, 2019)**. For informational purposes only, the approved minutes of the September 4, 2019 Emerging Technology Fund Advisory Committee meeting are attached and made a part of the minutes of this meeting. No discussion of these minutes took place.

**Community Development**

**31. VOTE – MassDevelopment/HEFA Trust – Amendment to FY2020 Community Health Center Grant Awards**

Referring to the approval last month by this Board of six Community Health Center grants totaling $273,918 (benefiting community health centers in Brighton, Fitchburg, Great Barrington, Holyoke, Lynn, and Springfield), Ms. Canter briefly described this request to recommend that the Trustees of the MassDevelopment/HEFA Trust allow the grant recipients the flexibility to use the funds for some or all of the projects for which they applied or for such other needs as they may be facing in connection with the current pandemic crisis. When asked if and how expectations will be managed going forward, Ms. Canter said each grant recipient must report to MassDevelopment on its uses of the grant funds. The Chair asked for a vote and, upon motion duly made and seconded, by a roll call of the directors on the teleconference, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment recommends that the Trustees of the MassDevelopment/HEFA Trust approve the request for amendment in connection with six Community Health Center grants in the FY2020 round, as outlined in the memorandum and vote dated April 9, 2020, that are attached and made a part of the minutes of this meeting.

***Real Estate Development & Operations Committee***

The Real Estate Development & Operations Committee did not meet this month.

**32.** **Minutes of Prior Committee Meeting**. For informational purposes only, the minutes of the March 10, 2020 Real Estate Development & Operations Committee meeting are attached and made a part of the minutes of this meeting. No discussion of these minutes took place.

**33. Devens and Devens Environmental Updates**. For informational purposes, the Devens Updates are attached and made a part of the minutes of this meeting. Ms. Strunkin reported that Devens staff, in particular, the Fire Department and the Department of Public Works, remains on the job during the COVID-19 pandemic to provide essential services that protect ongoing public safety.

Numerous meetings have been postponed or canceled because of the pandemic (and more cancelations are expected) – including meetings regarding Vicksburg Square and an upcoming meeting of the Devens Jurisdiction Framework Committee – and Ms. Strunkin confirmed all meetings will be rescheduled as soon as possible. She advised that projects to install permanent treatment facilities for three drinking wells in Devens continue to proceed without issue.

**34. Statewide Real Estate Projects Updates**. For informational purposes, the Statewide Updates are attached and made a part of the minutes of this meeting. Mr. Ruzzo reported that the Real Estate division has been adjusting to life amid COVID-19. For instance, the conveyance of a residential lot – Lot 4 in the Meadow Run development at ***Village Hill, Northampton*** – was able to proceed to closing recently using courier services to obtain and circulate signed, original documents. In addition, Agency staff negotiated and executed a Land Disposition Agreement for property in ***Devens****.* However, public health and safety concerns have caused the interruption of work on a demolition project in ***Belchertown***, and other projects.

In addition, certain Agency Real Estate programs have been placed on hold, although staff continues to work on grant and other agreements. Certain projects in the Technical Assistance program are wrapping up, but four other projects are likely to be delayed.

***Walk-in*. VOTE – Devens – Authorization to Defer Local Property Taxes**

Mr. Gerlin described this request to authorize the President and CEO, in consultation with the CFO, to establish a policy with respect to deferrals of local taxes as authorized by emergency legislation passed to address the COVID-19 pandemic. On April 3, 2020, the General Court passed emergency legislation filed by Gov. Baker allowing municipalities to extend the date on which local property taxes are due from May 1 until no later than June 1, and to waive interest charges applicable to payments made by June 1. The legislation also authorizes municipalities to extend the date on which utility payments and betterment assessments are due from March 20 until June 30, and waive interest charges on those payments, as well. Staff recommended that the Board, as the governing body for Devens as defined in the new legislation, authorize the extensions. The Chair asked for a vote and, upon motion duly made and seconded, by a roll call of the directors on the teleconference, it was, unanimously

**VOTED:** That the Board of Directors of MassDevelopment authorizes the Agency to establish a policy regarding deferral of local property taxes in Devens, as outlined in the memorandum and vote dated April 9, 2020, that are attached and made a part of the minutes of this meeting.

[*Secretary’s Note: At this time in the meeting the Chair asked for one vote – to approve the minutes (at Tabs 1 and 2), the bond transactions (at Tabs 6 and 7 and 10 through 18, 20, 22 through 26), the request for a grant amendment (at Tab 31), and the vote regarding property taxes in Devens – and, upon motion duly made and seconded, by a roll call of the directors on the teleconference, these items were approved as identified above. Individual votes were taken for the bond transactions for Harvard College (Tab 8) and Wellforce, Inc. (Tab 9), due to the recusals identified above.*]

**Miscellaneous: Old Business / New Business**

The Chair asked if there was any new or old business to consider, and there was none.

**Executive Session**

* **Litigation Matter(s)**

The discussion of this item occurred in Executive Session.

The Chair advised, at 10:47 a.m., that, pursuant to Mass. General Laws Chapter 23G, Section 2(l), and Chapter 30A, Sections 21 & 22, the Board of Directors of MassDevelopment was going into Executive Session, following a roll call vote, which was taken and unanimously voted in favor, to discuss an active litigation matter. The Chair advised that the Open Meeting portion of the Board meeting would adjourn at this time; Board members and staff involved in the litigation matter discussion were instructed to reconvene via teleconference call using the information provided to them prior to the commencement of today’s meeting. He noted that the Board will not reconvene in Open Session following Executive Session.

[*Executive Session held*]

There being no further business before the Board of MassDevelopment, the Board Meeting ***and*** the Executive Session were adjourned in Executive Session at 11:01 a.m.